

## LETTER OF OFFER

### ISSUE OF Commercial Paper (CP) & Non-Convertible Debentures (NCD)

Of original or initial maturity up to one year

#### PART I: Issuer Details

<b>Name and Address of Issuer</b>	5PAISA CAPITAL LIMITED , IIFL House, Sun Infotech Park, Road No 16V, Plot No - 23, Thane, Maharashtra - 400604
<b>Business Segment / Activity</b>	Stock Broker
<b>Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)</b>	Gourav Munjal
<b>Group Affiliation (If Any)</b>	IIFL Group

#### PART II: Issue Details

<b>ISIN</b>	INE618L14151
<b>Proposed Date of Issue</b>	28/01/2026
<b>Amount (Rs. in crs)</b>	5
<b>Tenor and Date of Maturity</b>	54 days and 23/03/2026
<b>Proposed to be listed/Unlisted</b>	Proposed to be listed
<b>End Use of CP / NCD proposed (specific details)</b>	For Working Capital Requirements
<b>Market Conventions</b>	FIMMDA Conventions

<b>Credit Rating Details for the Proposed Issue</b>	<b>Credit Rating - 1</b>
<b>Credit Rating Issuer</b>	CRISIL
<b>Rating</b>	A1+
<b>Date of Rating</b>	07/01/2026
<b>Validity for Issuance</b>	60 days
<b>Validity period for rating</b>	365 days
<b>For Amount (Rs.)</b>	Rs. 200 Crores
<b>Conditions (If Any)</b>	NA
<b>Long term credit rating obtained by the Issuer</b>	A+
<b>Unaccepted Credit</b>	-

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<b>Unaccepted Credit Rating assigned to the Issuer</b>	NA	-
<b>Issuing and Paying Agent Details (Name and Address)</b>	ICICI Bank Limited , Capital Market Division, Backbay Reckmination , Churchgate, Mumbai, Maharastra, 400020	ICICI Bank Limited , Capital Market Division, Backbay Reckmination , Churchgate, Mumbai, Maharastra, 400020

<b>Debenture Trustee Details (Name and Address) (In case of NCD)</b>	N.A
<b>Credit Enhancement Details (If any)</b>	No
<b>Description of Instrument</b>	N.A.
<b>Amount (Rs. In Lacs)</b>	Rs. N.A. Lacs
<b>In Favor of</b>	N.A.

### Guarantor Details

<b>Name and Address of the Guarantor</b>		
<b>Net Worth of the Guarantor (Rs. In Lacs)</b>	N.A.	
<b>Extent of The Guarantee Offered by the Guarantor for the Issue</b>	N.A.	
<b>Conditions under which the guarantee will be invoked</b>	N.A.	
<b>Trustee Details (Name and Address)</b>	N.A.	
<b>Whether guarantor is a group entity</b>	No	
<b>If yes,</b>		
<b>Names of Companies to which Guarantor has issued similar guarantees,</b>		
<b>Name</b>	<b>Extent of Guarantee</b>	<b>Conditions Under Which the guarantee will be invoked</b>
N.A.	N.A.	N.A.

### PART III Issuer Financial Details

<b>CP/NCD Borrowing Limit</b>	Rs. 200 Crores
<b>Date of Board Resolution</b>	16/06/2025
<b>1. Limit approved by Board</b>	Rs. 2500 Crores
<b>2. Limit as per CRA</b>	Rs. 200 Crores
<b>3. Limit approved by Regulator concerned (if applicable)</b>	Rs. 0 Crores

### 5paise Capital Limited

**Details of CP/NCD and other Debt Instruments outstanding as on date of Letter of Offer  
CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	ISSUE DATE	AMOUNT (in Rs crs)	MATURITY DATE	AMOUNT O/S (in Rs crs)	IPA	CRA	RATING	RATED AMOUNT (in Rs crs)
INE618L14011	03/07/2025	25	12/01/2026	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14029	04/07/2025	10	30/12/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14037	09/07/2025	25	30/09/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14045	15/07/2025	10	13/10/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14052	16/07/2025	5	14/10/2025	0	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14060	04/08/2025	10	27/03/2026	10	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14078	08/08/2025	10	04/02/2026	10	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14094	22/08/2025	5	18/02/2026	5	ICICI Bank Ltd	CRISIL	A1+	100
INE618L14102	25/09/2025	25	24/03/2026	25	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14110	26/09/2025	15	26/06/2026	15	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14128	12/01/2026	10	25/03/2026	10	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14136	14/01/2026	15	10/04/2026	15	ICICI Bank Ltd	CRISIL	A1+	200
INE618L14144	19/01/2026	10	17/04/2026	10	ICICI Bank	CRISIL	A1+	200

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**Details of NCD and other Debt Instruments outstanding as on date of Letter of Offer NCD / other Debt Instruments (Including Liabilities not redeemed on due date)**

ISIN	Issue Date	Amount (in Rs Crs)	Maturity Date	Amount o/s (in Rs crs)	IPA	Debenture trustee (in case of NCD)	CRA	Rating	Rated Amount
na	17/06/2025	0	17/06/2025	0	NA	NA	NA	NA	0

\* Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date.

**C.Fund-based facilities from banks/Financial institutions, if any**

Name of the bank	Nature of facility	O/S amount/Limit (in Rs crs)	Asset classification
Bandhan Bank	OD against FD	18.16	Standard
Indian Bank	OD against FD	23.55	Standard
HDFC Bank	WCDL against FD	25.51	Standard
Fedral Bank	OD against FD	8.64	Standard
DCB Bank	OD against FD	12.45	Standard
SBM Bank	OD against FD	29.10	Standard
Aditya Birla Finance Limited	WCDL against Receivables	40	Standard
IDFC First Bank	WCDL against Receivables	60	Standard

**Shareholding Details of Promoters / Details of Share Pledged**

**A. Shareholding Details Of Promoters**

Sl. No.	Name and Category Of Shareholding	Total No. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares
1	Mr. Nirmal Jain <b>Category : Promoters</b>	31236338	6205088	19.86
2	Mr. Venkataraman Rajamani <b>Category : Promoters</b>	31236338	1269594	4.06
3	Mrs. Madhu N Jain <b>Category : Promoters</b>	31236338	1845016	5.91
4	Aditi Avinash Athavankar <b>Category : Promoters</b>	31236338	720000	2.31
5	Ardent Impex Pvt Ltd <b>Category : Promoters</b>	31236338	108000	0.35
6	Orpheus Trading Pvt. Ltd. <b>Category : Promoters</b>	31236338	52000	0.17

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7	Mrs. Aditi Athavankar <b>Category</b> : Promoters	31236338	16000	0.05
8	Nirmal Madhu Family Pvt Trust <b>Category</b> : Promoters	31236338	15000	0.05

**B. Details Of Shares Pledged**

Sl. No.	Name and Category Of Shareholding	No. of shares pledged or otherwise encumbered	Total shareholding as % of total no. of equity shares
1	NA <b>Category</b> : NA	0	0.00

**Financial Summary (in Rs. crs)**  
**(Including Net worth / Equity / Investment in subsidiaries / Affiliates)**

Particulars	Current Year	Year 1	Year 2	Year 3
As On	31-03-2026	31-03-2025	31-03-2024	31-03-2023
Equity	0	31.23	31.91	30.63
Net worth	0	603.64	540.81	466.77
Investment in Subsidiaries / Affiliates	0	4.34	4.34	7.85
Total debt Outstanding	0	217.41	336.31	169.28
Short Term	0	217.41	336.31	169.28
Other Debt	0	0	0	0
Gross Income	0	359.84	394.55	338.14
Operating Profit (PBITD)	0	127.24	110.21	86.42
Gross Profit (PBSD)	0	103.44	81.64	65.79
Net Profit (Post Tax)	0	68.23	51.85	43.29
Audit Qualification (If Any)	Unmodified	Unmodified	Unmodified	Unmodified

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

**Details of Statutory Auditor and Changes in the Last Three Financial Years**

**A. Details of Statutory Auditor**

Name and Address	Date of Appointment	Remarks
V Sankar Aiyar & Co <b>Address</b> : 601, A-Wing, Mangalya Building Off. Marol Maroshi Road, Marol Andheri (East), Mumbai - 400 059	01/04/2022	Appointed for a period of 5 years

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B. Details Of Changes in the Last Three Financial Years

Nil

**Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.**

-NA

**Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision**

(All ongoing and outstanding material litigation irrespective of age to be reported)

Material Litigation, if any :	No
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(Regulatory strictures issued during the past five Financial Years to reported. Also, any regulatory structure which continue to be applicable is to be disclosed)

Regulatory Strictures, if any :	No
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**An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:**

Nil

**For 5PAISA CAPITAL LIMITED**

Jitendar Gyanchandani  
Senior Manager Accounts  
**Authorised Signatory**

Date: 27/01/2026

Original / authenticated copy of any document related to above information will be made available to the investors on request.

**Spaisa Capital Limited**

Registered Office: IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, Wagle Estate, Thane - 400604  
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